Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
**or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
ABRAHAM J. & PHYLLIS KATZ FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
57 AMLAJACK BLVD.

City or town, state, and ZIP code
SHENANDOAH, GA 30265-1093

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IRS-OSC
OGDEN, UT

A Employer identification number
11-6442077

B Telephone number (see page 10 of the instructions)
(770) 304-3035

C If exemption application is pending, check here ▶ ☐
D 1 Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 63,439,494.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) ____________
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	9,063,230.			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B.				
	3	Interest on savings and temporary cash investments	10,911.	10,911.	10,911.	
	4	Dividends and interest from securities	2,261,422.	1,948,074.	2,261,422.	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-381,746.			
	b	Gross sales price for all assets on line 6a 10,711,365.				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain			23,688.	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less. Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	10,246.	10,246.	10,246.	ATCH 1
	12	**Total.** Add lines 1 through 11	10,964,063.	1,969,231.	2,306,267.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) ATCH 2	1,650.	825.	825.	825.
	b	Accounting fees (attach schedule) ATCH 3	8,689.	4,345.	4,344.	4,344.
	c	Other professional fees (attach schedule) *	71,533.	67,098.	67,098.	4,435.
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) **	95,282.	3,802.	3,802.	0.
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 6	9,830.	4,915.	4,915.	4,915.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	186,984.	80,985.	80,984.	14,519.
	25	Contributions, gifts, grants paid	2,756,556.			2,756,556.
	26	Total expenses and disbursements Add lines 24 and 25	2,943,540.	80,985.	80,984.	2,771,075.
	27	Subtract line 26 from line 12.				
	a	Excess of revenue over expenses and disbursements	8,020,523.			
	b	**Net investment income** (if negative, enter -0-)		1,888,246.		
	c	**Adjusted net income** (if negative, enter -0-).			2,225,283.	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	3,240,237.	9,492,033.	9,492,033.
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶		* 0	
	Less: allowance for doubtful accounts ▶	4,367,343.	0.	
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule) **	11,999,033.	10,913,254.	11,184,313.
b	Investments - corporate stock (attach schedule) ATCH 8	16,545,357.	18,073,881.	17,001,262.
c	Investments - corporate bonds (attach schedule) ATCH 9	17,325,223.	23,018,547.	24,010,636.
11	Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 10)	3,360,000.	1,751,250.	1,751,250.
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	56,837,193.	63,248,965.	63,439,494.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable	3,360,000.	1,751,250.	
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	3,360,000.	1,751,250.	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	53,477,193.	61,497,715.	
30	**Total net assets or fund balances** (see page 17 of the instructions)	53,477,193.	61,497,715.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	56,837,193.	63,248,965.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	53,477,193.
2	Enter amount from Part I, line 27a	2	8,020,523.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	61,497,716.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 11	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	61,497,715.

**ATCH 7

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) ..... { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	-880,561.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	23,688.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? .... ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	3,647,339.	45,684,487.	0.079838
2007	2,188,688.	14,896,563.	0.146926
2006	454,383.	12,784,218.	0.035542
2005	372,052.	6,564,138.	0.056679
2004	275,417.	3,460,841.	0.079581

2	**Total** of line 1, column (d)	2	0.398566
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.079713
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	52,345,075.
5	Multiply line 4 by line 3	5	4,172,583.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	18,882.
7	Add lines 5 and 6	7	4,191,465.
8	Enter qualifying distributions from Part XII, line 4	8	2,771,075.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	37,765.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3	Add lines 1 and 2		3	37,765.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	37,765.
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 59,751.		
b	Exempt foreign organizations-tax withheld at source	6b 0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c 0.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	59,751.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ATTACHMENT 12 ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	15,686.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 15,686. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶$ ________ (2) On foundation managers. ▶$ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ NY,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9	X	
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ALEXANDER S. KATZ Telephone no. ▶ 770-304-3035

Located at ▶ 57 AMLAJACK BLVD SHENANDOAH, GA ZIP + 4 ▶ 30265-1093

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ________ , ________ , ________ , ________				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions.)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ________ , ________ , ________ , ________				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☒ Yes ☐ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** No: X

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 13		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATTACHMENT 14		67,098.

Total number of others receiving over $50,000 for professional services . . . . . . ▶ NONE

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 THE FOUNDATION SUPPORTS YOUNG MUSICIANS BOTH IN PERFORMANCE AND COMPOSITION, AND GIVES THEM THE OPPORTUNITY TO PERFORM BEFORE MUSICALLY KNOWLEDGEABLE AUDIENCES.	188,805.
2 THE FOUNDATION SUPPORTS SCIENTIFIC AND MEDICAL RESEARCH, MAKES GRANTS TO RESEARCHERS IN ACCORDANCE WITH APPROVED PROCEDURES.	2,341,251.
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	45,759,015.
b	Average of monthly cash balances	1b	7,383,193.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	53,142,208.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	53,142,208.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	797,133.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	52,345,075.
6	**Minimum investment return.** Enter 5% of line 5	6	2,617,254.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ [X] and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,771,075.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,771,075.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,771,075.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years 20 07 ,20 06 ,20 05		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005 0.				
c From 2006 0.				
d From 2007 0.				
e From 2008 0.				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		0.		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	0.			
d Applied to 2009 distributable amount				
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006 0.				
c Excess from 2007 0.				
d Excess from 2008 0.				
e Excess from 2009 0.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section [X] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	2,225,283.	2,281,091.	744,828.	635,309.	5,886,511.
b 85% of line 2a	1,891,491.	1,938,927.	633,104.	540,013.	5,003,535.
c Qualifying distributions from Part XII, line 4 for each year listed	2,771,075.	3,647,339.	2,197,062.	454,383.	9,069,859.
d Amounts included in line 2c not used directly for active conduct of exempt activities	226,500.	110,000.	111,000.		447,500.
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	2,544,575.	3,537,339.	2,086,062.	454,383.	8,622,359.
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	0.				0.
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	1,744,836.	1,522,816.	496,552.	426,141.	4,190,345.
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [ ] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

ATTACHMENT 15

b The form in which applications should be submitted and information and materials they should include:

ATTACHMENT 16

c Any submission deadlines

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors.

NONE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SCHEDULE ATTACHED				2,756,556.
Total . . . . ▶ **3a**				2,756,556.
b *Approved for future payment*				
ATTACHMENT 17				
Total . . . . ▶ **3b**				1,751,250.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	10,911.	
4 Dividends and interest from securities			14	2,261,422.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-381,746.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b OTHER INVESTMENT INCOME			14	10,246.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,900,833.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,900,833.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Alexander A Katz — 1/14/11 — TRUSSTEE

Signature of officer or trustee — Date — Title

Paid Preparer's Use Only

Preparer's signature	Date JAN 13 2011	Check if self-employed ☐
Preparer's identifying number (See Signature on page 30 of the instructions)	P00039208	
Firm's name (or yours if self-employed), address, and ZIP code	GRANT THORNTON LLP 666 THIRD AVENUE NEW YORK, NY 10017-4011	EIN ▶ 36-6055558 Phone no. 212-599-0100

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2009

Name of the organization
ABRAHAM J. & PHYLLIS KATZ FOUNDATION

Employer identification number
11-6442077

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)(3) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization ABRAHAM J. & PHYLLIS KATZ FOUNDATION

Employer identification number 11-6442077

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ESTATE OF ABRAHAM J KATZ C/O A. S. KATZ 57 AMLAJACK BLVD. SHENANDOAH, GA 30265-1093	$ 1,000,003.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
2	ESTATE OF ABRAHAM J KATZ C/O A. S. KATZ 57 AMLAJACK BLVD SHENANDOAH, GA 30265-1093	$ 7,737,227.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
3	ESTATE OF ABRAHAM J KATZ C/O A. S. KATZ 57 AMLAJACK BLVD SHENANDOAH, GA 30265-1093	$ 326,000.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization ABRAHAM J. & PHYLLIS KATZ FOUNDATION

Employer identification number 11-6442077

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	FEDERAL HOME LOAN 6.625% 8/8/37	$ 1,000,003.	06/03/2009
3	FEDERAL HOME LOAN 6.00% 5/8/37	$ 326,000.	06/03/2009
		$	
		$	
		$	
		$	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INCOME FROM PASS-THRU ENTITY		10,246.	10,246.	10,246.
	TOTALS	10,246.	10,246.	10,246.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
SUTHERLAND, ASBILL&BRENNAN LLP	1,650.	825.	825.	825.
TOTALS	1,650.	825.	825.	825.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
GRANT THORNTON LLP	8,689.	4,345.	4,344.	4,344.
TOTALS	8,689.	4,345.	4,344.	4,344.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
SANFORD BERNSTEIN & CO, INC.	67,098.	67,098.	67,098.	
DEVA HIRSH	4,435.	0.	0.	4,435.
TOTALS	71,533.	67,098.	67,098.	4,435.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FEDERAL EXCISE TAX	91,480.	0.	0.	0.
FOREIGN INCOME TAXES	3,802.	3,802.	3,802.	0.
TOTALS	95,282.	3,802.	3,802.	0.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
MISCELLANEOUS	9,830.	4,915.	4,915.	4,915.
TOTALS	9,830.	4,915.	4,915.	4,915.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 7

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FEDERAL AGENCY BONDS	1,326,003.	1,308,638.
US OBLIGATIONS TOTAL	1,326,003.	1,308,638.
STATE AND MUNICIPAL BONDS	9,587,251.	9,875,675.
STATE OBLIGATIONS TOTAL	9,587,251.	9,875,675.
US AND STATE OBLIGATIONS TOTAL	10,913,254.	11,184,313.

ABRAHAM J & PHYLLIS KATZ FOUNDATION 11-6442077

FORM 990PF, PART II - CORPORATE STOCK

QUANTITY	DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
	PREFERRED STOCK		
10,000	BK AM PRF8.25	$ 238,303	$ 245,400
20,000	BIOMED RLTY TR INC PFD SER A 7.375%	435,737	464,000
10,000	CREDIT SUISSE GUERNSEY BRANCH 07 90% 03/28/2013 PFD	250,003	256,800
15,000	FORD MTR CO CAP TR II TR ORIGINATED PFD SECS 6.50%	519,901	598,800
20,000	GMAC LLC NT 7 25%	497,200	382,940
10,000	ING GROEP N V PFD 8 50% PERPETUAL	250,003	219,200
12,000	PNC FIN SVCS PRF L (PREV NATL CITY)	244,203	349,440
10,000	US BANCORP DEL DEPOSITARY SHS REPSTG 1/1000TH PERP PFD SER D 7 875%	252,003	278,000
		$ 2,687,353	$ 2,794,580
	COMMON STOCK		
35,000	BANK OF AMERICA	$ 744,163	$ 527,100
15,000	***BP P L C SPONSORED ADR (FRM BP AMOCO PLC)	699,093	869,550
25,000	BRISTOL MYERS	523,398	631,250
2,223	CIT GROUP COMMON	59,914	61,377
30,000	CITIGROUP	121,203	99,300
20,000	CONSOLIDATED EDISON	778,102	908,600
20,000	EATON VANCE GLOBAL FUND	291,231	277,800
30,000	GENERAL ELECTRIC	562,809	453,900
20,000	NORDIC AMERICAN TANKERS	662,532	600,000
5,000	REYNOLDS ALUM	252,703	264,850
15,000	PENGROWTH ENERGY TRUST	147,827	144,450
30,000	PFIZER	529,210	545,700
20,000	TEEKAY TANKERS	239,028	170,600
10,000	UIL HLDG	270,365	280,800
20,000	WINDSTREAM CORP	224,997	219,800
14,562	T ROWE PRICE NEW HORIZON FUND	350,801	360,615

ATTACHMENT 8

ABRAHAM J. & PHYLLIS KATZ FOUNDATION 11-6442077

FORM 990PF, PART II - CORPORATE STOCK

QUANTITY	DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
107,261	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I	1,126,502	847,363
95	ACE LTD	4,322	4,788
500	AETNA INC	15,038	15,850
100	AETNA INC	2,710	3,170
50	AIR PRODUCTS & CHEMICALS INC	4,001	4,053
175	AIR PRODUCTS & CHEMICALS INC	14,433	14,186
100	AIR PRODUCTS & CHEMICALS INC	9,815	8,106
275	AK STEEL HOLDING CORP	5,630	5,871
150	AK STEEL HOLDING CORP	3,174	3,203
25	ALCON INC	2,753	4,109
25	ALCON INC	2,866	4,109
75	ALCON INC	9,089	12,326
25	ALCON INC	3,235	4,109
50	ALCON INC	6,462	8,218
25	ALCON INC	3,588	4,109
25	ALCON INC	3,509	4,109
25	ALCON INC	3,667	4,109
25	ALCON INC	3,690	4,109
25	ALCON INC	4,042	4,109
50	ALCON INC	7,398	8,218
400	ALTRIA GROUP INC	6,541	7,852
200	ALTRIA GROUP INC	3,449	3,926
75	AMAZON.COM INC	5,625	10,089
325	AMERIPRISE FINANCIAL INC	12,197	12,617
125	ANHEUSER-BUSH INBEV SPN ADR	6,409	6,504
9	AOL INC	156	210
9	AOL INC	130	210
13	AOL INC	206	303
9	AOL INC	150	210
33	AOL INC	815	768
12	AOL INC	326	279

ABRAHAM J. & PHYLLIS KATZ FOUNDATION 11-6442077

FORM 990PF, PART II - CORPORATE STOCK

QUANTITY	DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
9	AOL INC	152	210
15	AOL INC	226	349
40	APPLE INC	4,228	8,434
300	APPLE INC	45,743	63,258
100	APPLE INC	11,091	21,086
75	ARCELORMITTAL-NY REGISTERED	2,558	3,431
225	ARCELORMITTAL-NY REGISTERED	8,518	10,294
425	ARCHER-DANIELS-MIDLAND CO	10,699	13,307
100	ARCHER-DANIELS-MIDLAND CO	2,802	3,131
125	ARCHER-DANIELS-MIDLAND CO	3,473	3,914
1,400	AT&T INC	43,876	39,242
300	AT&T INC	7,363	8,409
200	AT&T INC	4,854	5,606
100	AT&T INC	2,560	2,803
100	AT&T INC	2,525	2,803
100	AT&T INC	2,640	2,803
200	BANK OF AMERICA CORP	3,333	3,012
425	BANK OF AMERICA CORP	6,870	6,401
225	BANK OF AMERICA CORP	3,478	3,389
225	BANK OF AMERICA CORP	3,478	3,389
300	BANK OF AMERICA CORP	4,565	4,518
250	BANK OF AMERICA CORP	3,861	3,765
160	BANK OF NEW YORK MELLON CORP	4,786	4,475
150	BAXTER INTERNATIONAL INC	9,144	8,802
450	BB&T CORP	12,526	11,417
200	BROADCOM CORP-CL A	5,697	6,290
155	BUNGE LTD	7,163	9,894
100	CAMERON INTERNATIONAL CORP	2,855	4,180
275	CAMERON INTERNATIONAL CORP	12,712	11,495
400	CBS CORP-CLASS B	2,612	5,620
700	CBS CORP-CLASS B	15,714	9,835

FORM 990PF, PART II - CORPORATE STOCK

QUANTITY	DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
75	CELGENE CORP	4,555	4,176
125	CELGENE CORP	7,616	6,960
100	CELGENE CORP	7,159	5,568
15	CHEVRON CORP	949	1,155
10	CHEVRON CORP	697	770
50	CHEVRON CORP	3,446	3,850
50	CHEVRON CORP	3,315	3,850
150	CIMAREX ENERGY CO-W/I	5,243	7,946
125	CIMAREX ENERGY CO-W/I	5,809	6,621
200	CISCO SYSTEMS INC	4,678	4,788
950	CISCO SYSTEMS INC	21,864	22,743
15	CME GROUP INC	6,659	5,039
20	CME GROUP INC	7,417	6,719
25	CME GROUP INC	5,769	8,399
375	COMCAST CORP-CL A	6,606	6,323
60	CONOCOPHILLIPS	2,516	3,064
275	CONOCOPHILLIPS	12,734	14,044
50	CONOCOPHILLIPS	2,575	2,554
150	CONOCOPHILLIPS	7,788	7,661
50	CONOCOPHILLIPS	2,674	2,554
100	CONOCOPHILLIPS	5,168	5,107
415	CONOCOPHILLIPS	32,745	21,194
425	CONSTELLATION	5,698	6,770
150	COOPER INDUSTRIES PLC-CL A	5,596	6,396
75	COOPER INDUSTRIES PLC-CL A	2,907	3,198
175	CORNING INC	1,643	3,379
225	CORNING INC	3,437	4,345
300	CORNING INC	4,391	5,793
75	COSTCO WHOLESALE CORP	3,432	4,438
150	COSTCO WHOLESALE CORP	9,989	8,876
75	COSTCO WHOLESALE CORP	5,216	4,438

ABRAHAM J & PHYLLIS KATZ FOUNDATION 11-6442077

FORM 990PF, PART II - CORPORATE STOCK

QUANTITY	DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
200	COSTCO WHOLESALE CORP	10,763	11,834
75	COVIDIEN PLC	3,525	3,592
75	COVIDIEN PLC	3,506	3,592
250	CREDIT SUISSE GROUP-SPON AD	9,503	12,290
100	CREDIT SUISSE GROUP-SPON AD	5,558	4,916
525	D R HORTON INC	4,486	5,707
45	DANAHER CORP	2,433	3,384
45	DANAHER CORP	2,472	3,384
150	DANAHER CORP	9,164	11,280
85	DANAHER CORP	5,799	6,392
50	DANAHER CORP	3,559	3,760
325	DEAN FOODS CO	6,241	5,863
800	DELL INC	10,177	11,488
400	DELL INC	5,644	5,744
300	DELL INC	4,408	4,308
200	DELL INC	2,888	2,872
200	DELL INC	2,640	2,872
125	DEUTSCHE BANK AG-REGISTERED	7,099	8,864
175	DEUTSCHE BANK AG-REGISTERED	20,764	12,409
75	DEVON ENERGY CORPORATION	4,589	5,513
75	DEVON ENERGY CORPORATION	3,796	5,513
50	DEVON ENERGY CORPORATION	2,530	3,675
90	DEVON ENERGY CORPORATION	4,893	6,615
50	DEVON ENERGY CORPORATION	3,134	3,675
75	DEVON ENERGY CORPORATION	5,068	5,513
35	DEVON ENERGY CORPORATION	3,326	2,573
100	DEVON ENERGY CORPORATION	10,179	7,350
165	DU PONT (E I) DE NEMOURS	4,681	5,556
85	DU PONT (E I.) DE NEMOURS	2,342	2,862
100	DU PONT (E I) DE NEMOURS	2,801	3,367
125	DU PONT (E.I.) DE NEMOURS	3,753	4,209

ABRAHAM J & PHYLLIS KATZ FOUNDATION 11-6442077

FORM 990PF, PART II - CORPORATE STOCK

QUANTITY	DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
125	DU PONT (E I) DE NEMOURS	3,370	4,209
200	DU PONT (E.I) DE NEMOURS	4,862	6,734
175	DU PONT (E I) DE NEMOURS	4,355	5,892
275	EMC CORP/MASS	4,164	4,804
325	EMC CORP/MASS	4,913	5,678
250	EMC CORP/MASS	4,250	4,368
650	EMC CORP/MASS	11,350	11,356
150	ENSCO INTL PLC SPON ADR	4,897	5,991
75	FEDEX CORP	4,970	6,259
1,500	FORD MOTOR CO	13,370	15,000
25	FRANKLIN RESOURCES INC	2,872	2,634
75	FRANKLIN RESOURCES INC	8,060	7,901
50	FRANKLIN RESOURCES INC	5,155	5,268
50	FRANKLIN RESOURCES INC	4,932	5,268
25	FREEPORT-MCMORAN COPPER	1,393	2,007
100	FREEPORT-MCMORAN COPPER	5,062	8,029
75	FREEPORT-MCMORAN COPPER	4,833	6,022
50	FREEPORT-MCMORAN COPPER	3,543	4,015
50	FREEPORT-MCMORAN COPPER	3,682	4,015
200	GARMIN LTD	6,419	6,140
1,100	GENERAL ELECTRIC CO	17,772	16,643
75	GENERAL MILLS INC	5,143	5,311
100	GILEAD SCIENCES INC	4,613	4,328
100	GILEAD SCIENCES INC	4,704	4,328
825	GILEAD SCIENCES INC	43,232	35,706
75	GOLDMAN SACHS GROUP INC	4,891	12,663
70	GOLDMAN SACHS GROUP INC	8,154	11,819
75	GOLDMAN SACHS GROUP INC	10,318	12,663
55	GOLDMAN SACHS GROUP INC	7,354	9,286
20	GOLDMAN SACHS GROUP INC	2,996	3,377
28	GOLDMAN SACHS GROUP INC	4,147	4,728

ABRAHAM J. & PHYLLIS KATZ FOUNDATION 11-6442077

FORM 990PF, PART II - CORPORATE STOCK

QUANTITY	DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
41	GOLDMAN SACHS GROUP INC	6,594	6,922
20	GOLDMAN SACHS GROUP INC	3,262	3,377
25	GOLDMAN SACHS GROUP INC	4,634	4,221
25	GOLDMAN SACHS GROUP INC	4,607	4,221
25	GOLDMAN SACHS GROUP INC	4,495	4,221
25	GOLDMAN SACHS GROUP INC	4,138	4,221
43	GOLDMAN SACHS GROUP INC	7,972	7,260
68	GOLDMAN SACHS GROUP INC	11,040	11,481
5	GOLDMAN SACHS GROUP INC	476	844
100	GOLDMAN SACHS GROUP INC	8,905	16,884
17	GOOGLE INC-CL A	5,037	10,540
10	GOOGLE INC-CL A	3,490	6,200
93	GOOGLE INC-CL A	44,152	57,658
25	GOOGLE INC-CL A	12,066	15,500
350	HEWLETT-PACKARD CO	16,244	18,029
400	HEWLETT-PACKARD CO	18,974	20,604
100	HEWLETT-PACKARD CO	4,338	5,151
100	HEWLETT-PACKARD CO	4,578	5,151
150	HOME DEPOT INC	3,228	4,340
225	HOME DEPOT INC	4,578	6,509
25	HOME DEPOT INC	489	723
100	ILLINOIS TOOL WORKS	3,226	4,799
225	ILLINOIS TOOL WORKS	8,424	10,798
225	ILLINOIS TOOL WORKS	9,947	10,798
150	ILLINOIS TOOL WORKS	7,292	7,199
100	ILLINOIS TOOL WORKS	4,949	4,799
400	INGERSOLL-RAND PLC	8,782	14,296
100	INGERSOLL-RAND PLC	3,129	3,574
200	INGERSOLL-RAND PLC	6,996	7,148
100	INGERSOLL-RAND PLC	3,373	3,574
100	INGERSOLL-RAND PLC	3,620	3,574

ABRAHAM J & PHYLLIS KATZ FOUNDATION 11-6442077

FORM 990PF, PART II - CORPORATE STOCK

QUANTITY	DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
275	INTEL CORP	4,342	5,610
400	INTEL CORP	6,428	8,160
300	INTEL CORP	4,734	6,120
900	INTEL CORP	16,802	18,360
200	INTEL CORP	4,036	4,080
200	INTEL CORP	3,969	4,080
325	INTEL CORP	6,896	6,630
195	J C PENNEY CO INC	5,338	5,189
130	J C PENNEY CO INC	5,238	3,459
125	J C PENNEY CO INC	2,192	3,326
225	JOHNSON CONTROLS INC	6,069	6,129
125	JOHNSON CONTROLS INC	3,322	3,405
165	JPMORGAN CHASE & CO	7,171	6,876
10	JPMORGAN CHASE & CO	435	417
45	JPMORGAN CHASE & CO	1,956	1,875
10	JPMORGAN CHASE & CO	435	417
175	JPMORGAN CHASE & CO	4,506	7,292
350	JPMORGAN CHASE & CO	10,419	14,585
250	JPMORGAN CHASE & CO	9,267	10,418
150	JPMORGAN CHASE & CO	5,188	6,251
145	JPMORGAN CHASE & CO	5,262	6,042
75	JPMORGAN CHASE & CO	2,644	3,125
150	JPMORGAN CHASE & CO	5,233	6,251
100	JPMORGAN CHASE & CO	3,499	4,167
215	JPMORGAN CHASE & CO	8,789	8,959
50	JPMORGAN CHASE & CO	2,128	2,084
75	JPMORGAN CHASE & CO	3,082	3,125
550	JPMORGAN CHASE & CO	22,275	22,919
175	KLA-TENCOR CORPORATION	5,975	6,328
250	KLA-TENCOR CORPORATION	8,592	9,040
225	KOHLS CORP	8,319	12,134

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

QUANTITY	DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
75	KOHLS CORP	3,097	4,045
75	KOHLS CORP	3,294	4,045
175	KOHLS CORP	8,641	9,438
100	KOHLS CORP	4,808	5,393
225	LIMITED BRANDS INC	1,964	4,329
151	LOWE'S COS INC	2,353	3,532
40	LOWE'S COS INC	839	936
125	LOWE'S COS INC	2,444	2,924
299	LOWE'S COS INC	5,646	6,994
200	LOWE'S COS INC	3,466	4,678
125	MACY'S INC	2,952	2,095
300	MACY'S INC	6,785	5,028
200	MACY'S INC	4,628	3,352
500	MASCO CORP	4,923	6,905
125	MEDCO HEALTH SOLUTIONS INC	5,382	7,989
50	MERCK & CO INC	1,881	1,827
201	MERCK & CO INC	4,697	7,345
34	MERCK & CO INC	573	1,242
150	MERCK & CO INC	5,783	5,481
400	MERCK & CO INC	14,307	14,616
100	MERCK & CO INC.	3,834	3,654
115	MERCK & CO. INC.	2,573	4,202
300	MERCK & CO. INC.	10,367	10,962
175	METLIFE INC	4,824	6,186
135	MICROSOFT CORP	3,555	4,116
90	MICROSOFT CORP	2,370	2,744
125	MICROSOFT CORP	3,451	3,811
150	MICROSOFT CORP	4,354	4,574
	MISC	-	2,781
275	MORGAN STANLEY	8,931	8,140
225	MORGAN STANLEY	11,439	6,660

FORM 990PF, PART II - CORPORATE STOCK

QUANTITY	DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
100	MORGAN STANLEY	3,774	2,960
300	MOTOROLA INC	2,690	2,328
1,500	MOTOROLA INC	10,622	11,640
600	MOTOROLA INC	2,597	4,656
100	NATIONAL - OILWELL INC	3,763	4,409
1,600	NEWS CORP	10,955	21,904
600	NEWS CORP	4,686	8,214
600	NEWS CORP	5,564	8,214
300	NEWS CORP	2,467	4,107
300	NEXEN INC	6,329	7,179
125	NEXEN INC	2,754	2,991
125	NEXEN INC	2,668	2,991
200	NOKIA CORP-SPON ADR	2,444	2,570
400	NOKIA CORP-SPON ADR	5,200	5,140
200	NOKIA CORP-SPON ADR	2,659	2,570
300	NOKIA CORP-SPON ADR	3,227	3,855
200	NOKIA CORP-SPON ADR	1,849	2,570
50	NOKIA CORP-SPON ADR	844	643
145	NORTHROP GRUMMAN CORP	6,458	8,098
50	NORTHROP GRUMMAN CORP	2,399	2,793
155	NORTHROP GRUMMAN CORP	7,227	8,657
10	NVR INC	5,012	7,107
8	NVR INC	5,089	5,686
94	OCCIDENTAL PETROLEUM CORP	5,194	7,647
125	OCCIDENTAL PETROLEUM CORP	8,030	10,169
60	OCCIDENTAL PETROLEUM CORP	4,387	4,881
71	OCCIDENTAL PETROLEUM CORP	5,408	5,776
50	OCCIDENTAL PETROLEUM CORP	4,156	4,068
1,000	OFFICE DEPOT INC	6,162	6,450
235	PEPSICO INC	15,019	14,288
50	PEPSICO INC	2,527	3,040

FORM 990PF, PART II - CORPORATE STOCK

QUANTITY	DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
75	PEPSICO INC	3,908	4,560
65	PEPSICO INC	3,622	3,952
2,200	PFIZER INC	61,094	40,018
700	PFIZER INC	10,601	12,733
225	PRINCIPAL FINANCIAL GROUP	6,467	5,409
125	PRINCIPAL FINANCIAL GROUP	3,192	3,005
550	PULTE HOMES INC	6,598	5,500
100	QUALCOMM INC	3,914	4,626
200	QUALCOMM INC	9,758	9,252
100	QUALCOMM INC	4,340	4,626
150	QUALCOMM INC	8,177	6,939
350	QUALCOMM INC	14,339	16,191
200	QUALCOMM INC	6,824	9,252
250	QUANTA SERVICES INC	5,764	5,210
450	RRI ENERGY INC	6,571	2,574
450	RRI ENERGY INC	2,409	2,574
75	SCHLUMBERGER LTD	3,110	4,882
625	SCHLUMBERGER LTD	57,424	40,681
100	SCHLUMBERGER LTD	5,077	6,509
375	SMITHFIELD FOODS INC	4,827	5,696
1,800	SPRINT NEXTEL CORP	11,830	6,588
2,100	SPRINT NEXTEL CORP	8,442	7,686
1,200	SPRINT NEXTEL CORP	4,645	4,392
700	SPRINT NEXTEL CORP	2,610	2,562
1,800	SPRINT NEXTEL CORP	5,126	6,588
600	SPRINT NEXTEL CORP	4,046	2,196
105	SPX CORP	5,007	5,744
375	STEEL DYNAMICS INC	6,186	6,645
175	SUNCOR ENERGY INC	6,823	6,179
600	SUPERVALU INC	10,005	7,626
350	SUPERVALU INC	4,650	4,449

ABRAHAM J & PHYLLIS KATZ FOUNDATION 11-6442077

FORM 990PF, PART II - CORPORATE STOCK

QUANTITY	DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
300	SYMANTEC CORP	4,241	5,367
600	SYMANTEC CORP	8,393	10,734
200	SYMANTEC CORP	3,521	3,578
100	TARGET CORP	3,964	4,837
75	TARGET CORP	3,057	3,628
200	TARGET CORP	8,103	9,674
225	TARGET CORP	11,038	10,883
400	TEVA PHARMACEUTICAL-SP ADR	18,834	22,472
100	TEVA PHARMACEUTICAL-SP ADR	4,146	5,618
100	TEVA PHARMACEUTICAL-SP ADR	4,597	5,618
325	TEXTRON INC	3,068	6,113
275	THE WALT DISNEY CO	4,970	8,869
25	TIME WARNER CABLE	802	1,035
25	TIME WARNER CABLE	668	1,035
108	TIME WARNER CABLE	2,924	4,470
125	TIME WARNER CABLE	3,487	5,174
42	TIME WARNER CABLE	1,423	1,738
183	TIME WARNER CABLE	7,816	7,574
93	TIME WARNER CABLE	4,199	3,849
33	TIME WARNER CABLE	1,680	1,366
25	TIME WARNER CABLE	781	1,035
41	TIME WARNER CABLE	1,163	1,697
100	TIME WARNER INC	2,112	2,914
100	TIME WARNER INC	1,760	2,914
134	TIME WARNER INC	2,795	3,905
100	TIME WARNER INC	2,041	2,914
367	TIME WARNER INC	11,061	10,694
133	TIME WARNER INC	4,426	3,876
100	TIME WARNER INC	2,058	2,914
166	TIME WARNER INC	3,063	4,837
230	TRAVELERS COS INC/THE	11,408	11,468

ATTACHMENT 8

ABRAHAM J. & PHYLLIS KATZ FOUNDATION 11-6442077

FORM 990PF, PART II - CORPORATE STOCK

QUANTITY	DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
225	TYCO ELECTRONICS LTD	3,808	5,524
600	TYCO ELECTRONICS LTD	10,159	14,730
175	TYCO ELECTRONICS LTD	4,124	4,296
300	TYCO ELECTRONICS LTD	7,168	7,365
100	UNITED PARCEL SERVICE-CL B	5,926	5,737
300	UNUM GROUP	4,583	5,856
375	US BANCORP	6,750	8,441
200	US BANCORP	3,599	4,502
225	US BANCORP	4,894	5,065
200	VALE SA-SP ADR	5,908	5,806
450	VALERO ENERGY CORP	8,157	7,538
200	VALERO ENERGY CORP	3,674	3,350
250	VALERO ENERGY CORP	4,565	4,188
400	VALERO ENERGY CORP	7,064	6,700
175	VERTEX PHARMACEUTICALS INC	6,850	7,499
75	VISA INC - CLASS A SHRS	5,058	6,560
500	VODAFONE GROUP PLC-SP ADR	9,414	11,545
175	WAL-MART STORES INC	8,822	9,354
375	WELLS FARGO & COMPANY	10,225	10,121
325	WELLS FARGO & COMPANY	8,164	8,772
100	WELLS FARGO & COMPANY	2,599	2,699
300	WELLS FARGO & COMPANY	7,796	8,097
125	WESTERN DIGITAL CORP	3,535	5,519
200	WESTERN DIGITAL CORP	5,137	8,830
350	XL CAPITAL LTD -CLASS A	7,019	6,416
400	XL CAPITAL LTD -CLASS A	3,962	7,332
199,468	BERNSTEIN GLOBAL STYLE BLEND SERIES DBT	5,499,508	4,423,554
		15,386,528	14,206,682
	TOTAL	**$ 18,073,881**	**$ 17,001,262**

FORM 990PF, PART II - CORPORATE BONDS

QUANTITY	DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
600,000	ALCOA INC NOTES 5 550% 02/01/2017 MAKE WHOLE	$ 525,630	$ 596,586
250,000	ALCOA INC SR NOTE 6 000% 01/15/2012 MAKE WHOLE ISIN #US013817AF82 SEDOL #7383049	253,611	262,761
250,000	ALLEGHENY LUDLUM CORP 6 95000% 12/15/2025 DEB	247,191	226,510
250,000	AMBAC FINL GROUP INC DEB 9 37500% 08/01/2011	243,753	127,848
250,000	AMERICAN EXPRESS CO NT 6 15000% 08/28/2017	247,816	261,275
250,000	AMERICAN GEN FIN MEDTM SRNT BE 5 85000% 06/01/2013 FR	245,978	197,550
250,000	ARCELORMITTAL 5 375 6/10/13	209,688	263,813
250,000	ARCHER DANIELS MIDLAND CO 8 37500% 04/15/2017 DEB	291,613	304,413
500,000	BB&T CORP SB NT 5 20000% 12/23/2015	482,703	519,310
250,000	BESTFOODS MTN BE FR 6 62500% 04/15/2028	272,840	276,288
500,000	BRISTOL MYERS SQUIBB CO 7 15000% 06/15/2023 DEB	567,043	593,970
250,000	CHESAPEAKE ENERGY 6 875 11/15/20	235,941	241,250
250,000	CIGNA 7 0 1/15/11	249,691	261,943
25,835	CIT GROUP 7 0 5/01/13	25,835	24,091
38,753	CIT GROUP 7 0 5/01/14	38,753	35,992
38,753	CIT GROUP 7 0 5/1/15	38,753	34,684
64,590	CIT GROUP 7 05/1/16	64,590	56,839
90,426	CIT GROUP 7 05/1/17	90,426	78,445
250,000	COCA COLA ENTERPRISES INC 7 00000% 10/01/2026 DEB	283,277	288,263
250,000	COCA COLA ENTERPRISES INC 8 00000% 09/15/2022 DEB	304,744	310,703
250,000	COCA COLA ENTERPRISES INC 8 50000% 02/01/2022 DEB	311,686	320,905
250,000	CONAGRA FOODS INC SR NT 7 12500% 10/01/2026	265,997	271,383
250,000	COUNTRYWIDE FINL CORP MTN BK 5 80000% 06/07/2012 FR	244,691	265,378
500,000	CREDIT SUISSE N Y NOTE 06 00000% 02/15/2018	504,649	523,170
250,000	CROWN CASTLE 9 01/15/2015	269,164	266,250
250,000	DAYTON HUDSON CORP DEB 6 65000% 08/01/2028	255,561	264,233
500,000	DEUTSCHE TELEKOM INTL FIN B V 5 250% 07/22/2013 MAKE WHOLE GLBL NT ISIN #US25156PAF09	499,273	530,755
250,000	DOW CHEM 6 0 10/1/12	243,441	268,928
250,000	EATON CORP DEB 7 65000% 11/15/2029	297,664	292,953
250,000	FORD MOTOR CR CO NT 7 250% 10/25/2011 ISIN #US345397TY90 SEDOL #6418867	226,566	252,473
350,000	FORD MTR CRED 7 5 8/1/12	347,902	352,961
300,000	FREEPORT MCMORAN 8 37 40/01/17	282,503	328,500
250,000	GE CAPITAL INTERNOTES 5 10000% 07/15/2014 FR	250,002	253,128
250,000	GENERAL MLS INC NOTES 5 700% 02/15/2017 MAKE WHOLE	251,241	270,363
750,000	GENL ELEC CAP CORP MTN 5 625% 09/15/2017 ISIN #US36962G3H54	687,249	772,673
250,000	GENWORTH FIN 5 75 6/15/14	235,003	239,098
250,000	GENWORTH FIN 6 51 5/22/18	228,253	228,772
2,000,000	GOLDMAN SACHS GROUP INC 5 75000% 10/01/2016 SR NT	2,030,624	2,108,000
250,000	HEINZ H J CO DEB 6 37500% 07/15/2028	249,503	255,050
250,000	INTL PAPER CO DEB 6 87500% 11/01/2023	257,340	235,230
250,000	JOHNSON & JOHNSON DEB 6 73000% 11/15/2023	286,871	294,503
500,000	JPMORGAN CHASE & CO 6 3 4/23/19	499,028	550,040
750,000	JPMORGAN CHASE & CO PERPETUAL PFD 07 90000% 12/31/2049 DEP SHS 1/10TH SER 1 ISIN #US46625HHA14	744,128	773,595
250,000	KEYCORP MEDIUM TERM NTS BE 6 50000% 05/14/2013 SR NT	220,798	258,035

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

QUANTITY	DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
250,000	KRAFT FOODS INC BOND 06 12500% 02/01/2018 ISIN #US50075NAU81	250,588	262,885
250,000	LOWES COS INC DEB 6 50000% 03/15/2029	249,753	274,923
250,000	LOWES COS INC DEB 6 87500% 02/15/2028	259,541	280,993
250,000	MARATHON OIL 6 0 10/1/17	219,003	264,450
250,000	MARINER ENERGY 7 5 4/15/13	251,189	248,750
250,000	MASSEY ENG 6 875 12/15/13	243,753	249,688
250,000	MERRILL LYNCH CO INC MTN BE 5 00000% 02/03/2014 FR	242,816	253,005
500,000	MOBIL CORP DEB 8 62500% 08/15/2021	665,522	666,995
250,000	MOTOROLA INC NOTE 5 375% 11/15/2012 MAKE WHOLE ISIN #US620076AY53	238,128	254,885
250,000	NEWS AMER HLDGS INC DEB 7 75000% 01/20/2024	281,444	256,845
250,000	PEABODY ENERGY6 875 3/15/13	254,724	252,813
250,000	PRUDENTIAL FINL4 75 4/0/14	218,003	250,410
250,000	RITE AID6 875 8/15/13	217,128	219,375
250,000	ROY BK SCOT5 05 1/8/15	225,003	216,865
500,000	SLM 5 45 4/25/11 88 625	443,128	498,610
250,000	SMITHFIELD FOODS 7 0 8/1/11	243,753	249,375
250,000	SPRINT CAP CORP NT 7 625% 01/30/2011 ISIN #US852060AJ18 SEDOL #7029826 MAKE WHOLE	237,503	255,938
216,000	SUNCOR ENERGY 6 1 6/1/18	187,124	231,774
250,000	TARGET CORP MTN BE FR 4 87500% 05/15/2018	235,481	250,538
250,000	TARGET CORP NT 5 37500% 05/01/2017	248,431	268,285
250,000	TIME WARNER ENTMT CO LP 8 37500% 07/15/2033 SRSUBDB	293,162	298,860
250,000	US STEEL 7 0 2/1/18	243,753	244,873
500,000	VERIZON COMM INC NT 5 500% 04/01/2017 MAKE WHOLE	493,813	527,615
500,000	WAL MART STORES INC NT 5 80000% 02/15/2018	523,750	554,875
250,000	WAL MART STORES INC NT 5 87500% 04/05/2027	248,661	262,045
250,000	WELLS FARGO BK N A NT 6 45000% 02/01/2011	257,304	264,013
500,000	WELLS FARGO(WACHOVIA) PERP PFD CL A SER K 7 98000% 12/31/49	499,375	501,250
250,000	WEYERHAEUSER 6 75 3/15/12	241,453	264,868
250,000	WM WRIGLEY JR CO NOTES 4 650% 07/15/2015 MAKE WHOLE	216,253	245,938
		$ 23,018,547	$ 24,010,636

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 10

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
APPROPRIATED GRANTS	1,751,250.	1,751,250.
TOTALS	1,751,250.	1,751,250.

ATTACHMENT 11

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
ROUNDING		1.
	TOTAL	1.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ALEXANDER S. KATZ 57 AMLAJACK BLVD. SHENANDOAH, GA 30265-1093	TRUSTEE 10.00	0.	0.	0.
PETER A. KATZ 57 AMLAJACK BLVD. SHENANDOAH, GA 30265-1093	TRUSTEE 10.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 14

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
SANFORD BERNSTEIN & CO, INC 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	INVESTMENT ADVISORY	67,098.
	TOTAL COMPENSATION	67,098.

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

DEVA HIRSH
1579F MONROE DRIVE, SUITE 933
ATLANTA, GA 30324

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

AN APPLICATION FORM CAN BE OBTAINED BY WRITING DIRECTLY TO THE FOUNDATION

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 17

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
M D ANDERSEN - DAVIS 1500 HOLCOMB HOUSTON, TX 77030	NONE PUBLIC CHARITY	MEDICAL RESEARCH	156,250
CLEVELAND CORD BLOOD 25001 EMERY ROAD CLEVELAND, OH 44128	NONE PUBLIC CHARITY	MEDICAL RESEARCH	1,310,000.
LINCOLN CENTER CHAMBER MUSIC SOCIETY 70 LINCOLN CENTER PLAZA NEW YORK, NY 11023	NONE PUBLIC CHARITY	MUSICAL PERFORMANCE	75,000.
UNIVERSITY OF CALIFORNIA-DUESBERG 335 DONNER LAB BERKELEY, CA 94720	NONE PUBLIC CHARITY	MEDICAL RESEARCH	25,000
EMORY UNIVERSITY EMORY EYE CENTER- BOATRIGHT 1365-B CLIFTON ROAD NE ATLANTA, GA 30322	NONE PUBLIC CHARITY	MEDICAL RESEARCH	150,000.
EMORY UNIVERSITY-CARDIOLOGYP- SPERLIN 1639 PIERCE DRIVE ATLANTA, GA 30322	NONE PUBLIC CHARITY	MEDICAL RESEARCH	35,000.
		TOTAL CONTRIBUTIONS APPROVED	1,751,250

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-181,827.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-345,389.	
		SHORT-TERM SECURITIES				P		
4,282,246.		4,076,731.					205,515.	
		LONG-TERM SECURITIES				P		
6,429,119.		6,987,979.					-558,860.	
TOTAL GAIN(LOSS)							-880,561.	

ABRAHAM J. & PHYLLIS KATZ FOUNDATION

GRANTS, PROGAM SUPPORT AND OTHER CONTIBUTIONS, FOR YEAR ENDED DECEMBER 31,2009

The purpose of these contributions is stated in Part IX-A, line 1

The Chamber Music Society of Lincoln Center	Public	2009 ROSE Concert Series(6) hall rental, security, advertising & production, artist travel exp	$ 75,000
SUNDAY AFTERNOON W/ MUSIC	Public	2009 Concert Series expenses - hall rental, security, advertising & production, artist travel exp	20,000
NY Philomusica	Public	support young musicians	5,000
Associazione Musicale la Galleria Armonica	Public	2009 concert expenses	37,305
Caroline Sonett & Drew Peterson	Private Individuals	Performing Muscians for Woodmere Conert Series during 2009	1,500
Emory Chamber Music Society of Atlanta	Public	Salary for VEGA Quartet 2009 concert program-Fia Durrett & Jessica Wu Violins, Yinzi Kong Viola, Guang Wang Cello	50,000
			$ 188,805

The purpose of these contributions is stated in Part IX-A, line 2.

		Principal Investigator	
Emory University Emory Eye Center	Public	J. Boatright Phd.	$ 25,000
Emory University Medical-Preventive Cardiology	Public	L Sperlin, M.D.	17,500
The Regents of the University of California	Public	Peter Duesberg, Phd.	75,000
University of Texas M D Anderson Cancer	Public	E Schpall, Phd	50,001
University of Texas M D. Anderson Cancer	Public	S Chang, M.D. Phd.	100,000
University of Texas M D Anderson Cancer	Public	J. Davis, M.D.	93,750
Foundation Fighting Blindness	Public	S Rose, MD head of research	10,000
Cleveland Cord Blood Center	Public	M Laughlin, MD, PHD	1,970,000
			$2,341,251

Other Donations to approved Charitable organizations

Southeastern Council of Foundations	Public	Charitable	$ 4,500
One Roof	Public	Charitable	1,000
Intown Nursery School Project	Public	Charitable	60,000
Camp Twin Lakes	Public	Charitable	160,000
Atlanta Food Bank	Public	Charitable	1,000
			$ 226,500
			$2,756,556

ABRAHAM J. & PHYLLIS KATZ FOUNDATION 11-6442077

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS, GRANTS RECEIVED

THE ESTATE OF ABRAHAM J. KATZ	$ 9,063,230
TOTAL:	$ 9,063,230